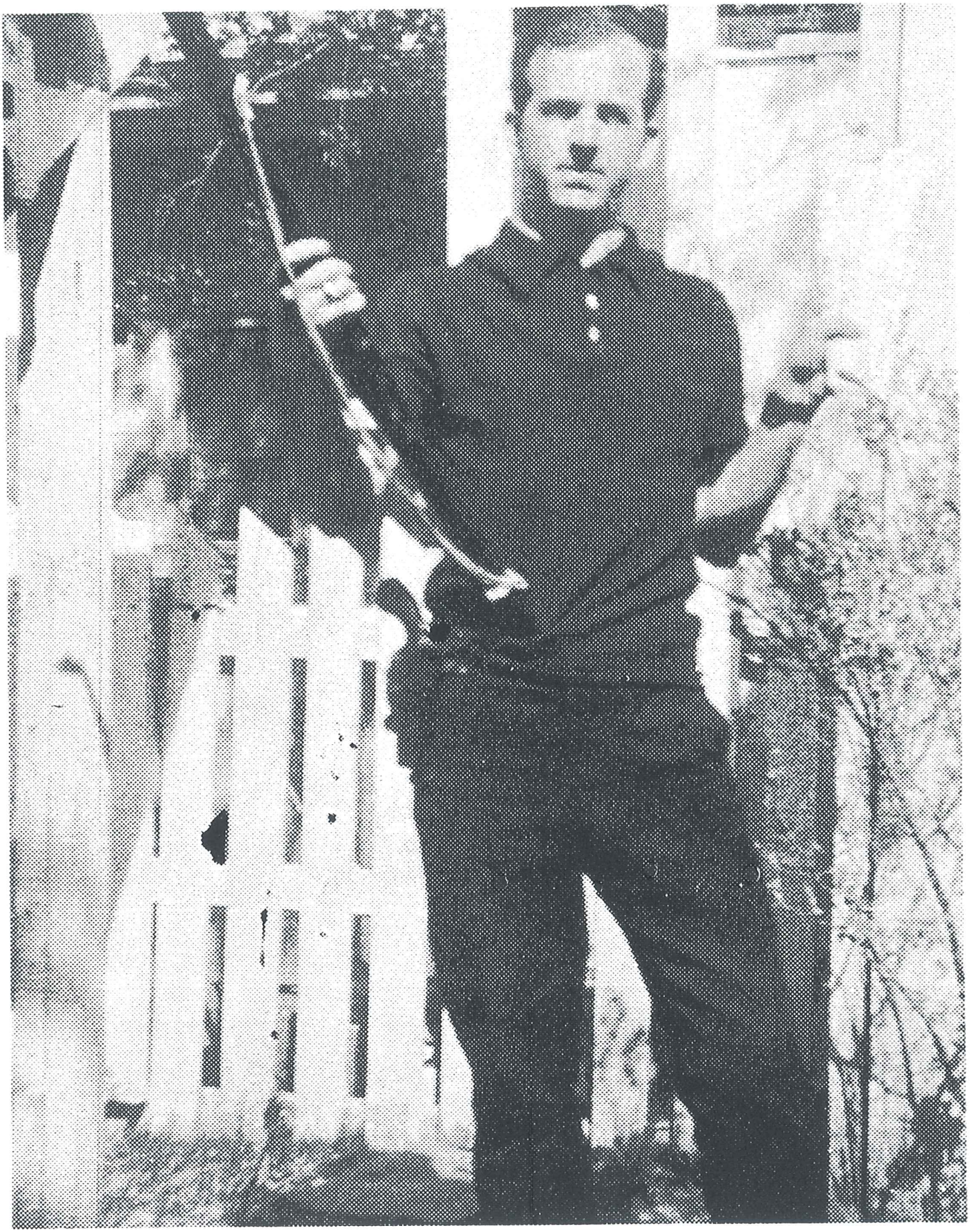COMMISSION EXHIBIT 749